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RECORDATION NO. 23743-B FILED

NOV 30 '01 2:57 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

November 30, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23743.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Commercial Corporation
301 South Tryon Street
Charlotte, NC 28288

Lessee: LaFarge Building Materials, Inc.
1800 Parkway Place
Suite 1100
Marietta, GA 30060

A description of the railroad equipment covered by the enclosed document is:

5 covered hopper railcars BCAX 506, 522, 541, 550 and 554.

Mr. Vernon A. Williams
November 30, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

NOV 30 '01 2-57 PM

**MEMORANDUM OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of November 30, 2001 is between FIRST UNION COMMERCIAL CORPORATION, a North Carolina corporation (the "Lessor") and LAFARGE BUILDING MATERIALS INC., an Alabama corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto (the "Cars") under that certain Equipment Lease Agreement dated November 9, 2001 as supplemented by Lease Supplement No. 1 dated November 12, 2001 in each case between Lessee and Lessor (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION COMMERCIAL CORPORATION

By: *Linda Baxter*

Name: LINDA BAXTER

Title: VICE PRESIDENT

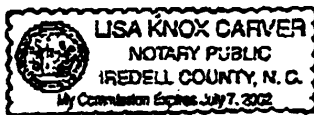
STATE OF North Carolina) ss:
COUNTY OF Mecklenburg

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Iredell this 29th day of November, 2001 by Linda Baxter, as Vice President of FIRST UNION COMMERCIAL CORPORATION, a North Carolina Corporation.

Lisa Knox Carver
Notary Public

My commission expires: 7-07-2002

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

LAFARGE BUILDING MATERIALS INC.

By: Frederick J. Kempf 188
Name: Frederick J. Kempf
Title: Vice President - Corporate Resource

STATE OF GEORGIA)
) ss:
COUNTY OF COBB)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cobb this 30th day of November 2001 by Frederick J. Kempf as Vice President of LAFARGE BUILDING MATERIALS INC., an Alabama corporation.

My commission expires: Notary Public, Cobb County, Georgia
My Commission Expires April 24, 2002

Notary Public

[Notarial Seal]

SCHEDULE 1

EQUIPMENT

NUMBER OF RAILCARS	MANUFACTURER	DESCRIPTION	CAR NUMBERS
5	Trinity Industries, Inc.	3,281 C.F., 116 ton twin covered hopper car with thru center sill and gravity discharge outlets pursuant to Trinity Industries Specification No. L-20273-F. September 27, 2001- Revision "F": 3.03,5.04	BCAX 506, 522, 541, 550, 554

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: Nov. 30, '01


Robert W. Alvord